

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ALABAMA

02 JUL 25 AM 9:08

U.S. DISTRICT COURT
N.D. OF ALABAMA

GUNTER K. HOFMANN,)
Derivatively on Behalf of Nominal)
Defendant CAREMARK RX, INC.,)
Plaintiff,)
v.)
EDWIN M. BANKS; C. DAVID BROWN, II;)
COLLEEN CONWAY-WELCH; EDWIN M.)
CRAWFORD; HARRIS DIAMOND; JAMES H.)
DICKERSON, JR.; KRISTEN E. GIBNEY)
WILLIAMS; EDWARD L. HARDIN, JR.; ROGER)
L. HEADRICK; TED H. MCCOURTNEY; C.A.)
LANCE PICCOLO; JOHN J. ARLOTTA;)
CHARLES C. CLARK; PETER J. CLEMENS, IV;)
SARA J. FINLEY; BRADLEY S. KARRO, and)
MARK S. WEEKS,)
Defendants,)
and)
CAREMARK RX, INC.,)
Nominal Defendant.)

CIVIL ACTION NO.:

CV-02-N-1827-S

NOTICE OF REMOVAL

Pursuant to 28 U.S.C. §§ 1441 and 1446, Defendants Edwin M. Banks (“Banks”), C. David Brown, II (“Brown”), Colleen Conway-Welch (“Conway-Welch”), Edwin M. Crawford (“Crawford”), Harris Diamond (“Diamond”), James H. Dickerson, Jr. (“Dickerson”), Kristen E. Gibney-Williams (“Gibney-Williams”), Edward L. Hardin, Jr. (“Hardin”), Roger L. Headrick (“Headrick”), Ted H. McCourtney (“McCourtney”), C.A. Lance Piccolo (“Piccolo”), John J. Arlotta (“Arlotta”), Charles C. Clark (“Clark”), Peter J. Clemens, IV (“Clemens”), Sara J. Finley

(“Finley”), Bradley S. Karro (“Karre”), and Mark S. Weeks (“Weeks”) (collectively “Defendants”) hereby give notice of the removal of Case No.: CV02-3861 from the Circuit Court of Jefferson County, Alabama, to the United States District Court for the Northern District of Alabama. In support of their removal, Defendants state the following:

NOTICE OF REMOVAL IS TIMELY

1.

On June 26, 2002, plaintiff Gunter K. Hofman (“Hofmann”) filed a complaint against Defendants and nominal defendant Caremark Rx, Inc. (“Caremark” or “Nominal Defendant”) in the Circuit Court of Jefferson County, Alabama, the same being Case No.: CV02-3861. Consistent with 28 U.S.C. §1446(a), a copy of all process, pleadings, orders, and other papers on file with the Jefferson County Circuit Court are attached as Exhibit 1 to this Notice of Removal.

2.

Defendants received the summons and complaint by certified mail, and each Defendant returned a receipt of service to the Jefferson County Circuit Court Clerk. All of the return receipts were dated either July 1, 2002 or July 2, 2002. Nominal Defendant Caremark’s return receipt of service was dated July 1, 2002. On July 8, 2002, Hofmann served each defendant, via first class mail, with Plaintiff’s First Request For Production of Documents To Defendants. No further proceedings have occurred in the Jefferson County action. To date, neither Caremark nor Defendants have filed any responsive pleadings, and Defendants specifically reserve any and all rights to assert any and all defenses and counterclaims to Hofmann’s Complaint.

3.

This Notice of Removal is being filed with this Court within thirty (30) days after receipt of the Complaint and Summons by Defendants and Caremark.

DIVERSITY JURISDICTION EXISTS

4.

Upon information and belief, Plaintiff is not a resident of any of the following states: 1) Alabama; 2) Arizona; 3) Connecticut; 4) Delaware; 5) Florida; 6) Illinois; 7) Nevada; 8) New Jersey; 9) New York; 10) Tennessee; 11) Wisconsin.

5.

Nominal Defendant Caremark is a Delaware corporation with its principal place of business in Birmingham, Alabama. Thus, for purposes of determining diversity of jurisdiction, Caremark is deemed to be a citizen of both Alabama and Delaware. 28 U.S.C. § 1332(c)(1).

6.

Defendant Banks is a citizen of the State of New Jersey.

7.

Defendant Diamond is a citizen of the State of Connecticut.

8.

Defendant McCourtney is a citizen of the State of New York.

9.

Defendant Brown is a citizen of the State of Florida.

10.

Defendant Conway-Welch is a citizen of the State of Tennessee.

11.

Defendants Crawford, Hardin, Clark, Clemens, Finley, and Karro are citizens of the State of Alabama.

12.

Defendants Dickerson, Piccolo, and Weeks are citizens of the State of Illinois.

13.

Defendant Gibney-Williams is a citizen of the State of Arizona.

14.

Defendant Arlotta is a citizen of the State of Wisconsin.

15.

Defendant Headrick is a citizen of the State of Nevada.

16.

As demonstrated above in paragraphs 4 through 15 of this Notice of Removal, Hofmann is, upon information and belief, of diverse citizenship from all Defendants and the Nominal Defendant as required by 28 U.S.C. §1332(a). Upon information and belief, complete diversity existed on the date this action was filed and complete diversity continues to exist as of the filing of this Notice of Removal.

AMOUNT IN CONTROVERSY SATISFIED

17.

The amount in controversy as alleged on the face of the Complaint exceeds \$75,000, exclusive of interest and costs. Plaintiff's Complaint prays for, among other relief, "[i]mposition of a constructive trust in favor of the Company for the amount of profits each of the Selling Defendants received from their sales of Caremark common stock" While Plaintiff's Complaint fails to identify a specific demand for a set sum, Hofmann alleges that the purportedly inappropriate sales of Caremark common stock exceed \$24,000,000.00. Complaint ¶ 37. Additionally, Plaintiff demands judgment against all of the Defendants "for the amount of

damages sustained by the Company as a result of the Individual Defendants' breaches of fiduciary duties, abuse of control, and gross mismanagement." Thus, the amount in controversy clearly exceeds \$75,000. Defendants deny that Plaintiff is entitled to any relief under his claims.

18.

Pursuant to 28 U.S.C. §§ 1441 and 1446, removal of the above-styled state court action to this Court is proper.

19.

Pursuant to 28 U.S.C. § 1446(d), a copy of this Notice of Removal is being filed concurrently with the Circuit Court of Jefferson County, Alabama, and a copy is being served on counsel for Plaintiff Hofmann.

20.

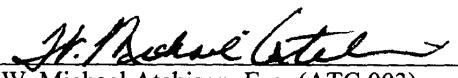
Defendants reserve the right to amend or supplement this Notice of Removal.

21.

Nominal Defendant Caremark consents to removal of this action, and its Consent To And Joinder In Removal is attached as Exhibit 2 to this Notice. Thus, all defendants agree that removal is appropriate.

WHEREFORE, this Court has jurisdiction under 28 U.S.C. 1332(a), based on diversity of citizenship between Plaintiff and Defendants, and removal pursuant to 28 U.S.C. §1441 is proper.

Respectfully submitted this 15th day of July, 2002.


W. Michael Atchison, Esq. (ATC 003)
Attorney for Defendants

OF COUNSEL:

STARNES & ATCHISON LLP
Seventh Floor Brookwood Place
P.O. Box 598512
Birmingham, AL 35209
Tel: (205) 868-6000
Fax: (205) 868-6099

M. Robert Thornton
Georgia Bar No. 710475
Philip E. Holladay, Jr.
Georgia Bar No. 361008
Benjamin W. Pope
Georgia Bar No. 583723
Robert C. Khayat, Jr.
Alabama Bar No. (KHA-001)

KING & SPALDING
191 Peachtree Street N.E.
Atlanta, GA 30303
Tel: (404) 572-4600
Fax: (404) 572-5142

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that I have on this date served a copy of the foregoing NOTICE OF REMOVAL on counsel of record for all parties by depositing a copy of same in the U.S. Mail, with adequate postage affixed thereto, addressed as follows:

Michael Straus, Esq.
Lange Clark, Esq.
Straus & Boies, LLP
1130 22nd Street South
Birmingham, Alabama 35205

Robert B. Weiser, Esq.
Eric L. Zagar, Esq.
Schiffrin & Barroway, LLP
Three Bala Plaza East, Suite 400
Bala Cynwyd, PA 19004

This 25th day of July, 2002.


W. Michael Atchison, Esq.
Starnes & Atchison, LLP
100 Brookwood Place, 7th Floor
Birmingham, AL 35209
Tel: (205) 868-6000
Fax: (205) 868-6099

AVS0351

CV 2002 003861.00

JUDGE: ARTHUR J. HANES JR.

ALABAMA JUDICIAL DATA CENTER
CASE ACTION SUMMARY
CIRCUIT CIVIL

IN THE CIRCUIT COURT OF JEFFERSON COUNTY

GUNTER K HOFMANN VS EDWIN M BANKS ET AL
FILED: 06/26/2002 TYPE: OTHER CV CASE TYPE TRIAL: JURY TRACK:*****
DATE1: CA: CA DATE:
DATE2: AMT: \$.00 PAYMENT:
DATE3:*****
PLAINTIFF 001: HOFMANN GUNTER KATTORNEY: STRAUS MICHAEL
STRO44, AL 00000-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: ANSWERED: JUDGEMENT:DEFENDANT 001: BANKS EDWIN M
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 002: BROWN C DAVID II
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/2/02 ANSWERED: JUDGEMENT:DEFENDANT 003: WELCH COLLEEN CONWAY
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 004: CRAWFORD EDWIN M
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 005: DIAMOND HARRIS
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 006: DICKERSON JAMES H JR
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:

AVS0351

CV 2002 003861.00

JUDGE: ARTHUR J. HANES JR.

ALABAMA JUDICIAL DATA CENTER
CASE ACTION SUMMARY
CIRCUIT CIVIL

IN THE CIRCUIT COURT OF JEFFERSON COUNTY

GUNTER K HOFMANN VS EDWIN M BANKS ET AL
FILED: 06/26/2002 TYPE: OTHER CV CASE TYPE TRIAL: JURY TRACK:*****
DATE1: CA: CA DATE:
DATE2: AMT: \$.00 PAYMENT:
DATE3:
*****DEFENDANT 007: WILLIAMS KRISTEN E GIBNEY
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 008: HARDIN EDWARD L JR
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 009: HEADRICK ROGER L
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 010: MCCOURTNEY TED H
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 011: PICCOLO C A LANCE
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 012: ARLOTTA JOHN J
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 013: CLARK CHARLES C
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:

JA 06/27/2002

CV 2002 003861.00

AVS0351

CV 2002 003861.00

JUDGE: ARTHUR J. HANES JR.

ALABAMA JUDICIAL DATA CENTER
CASE ACTION SUMMARY
CIRCUIT CIVIL

IN THE CIRCUIT COURT OF JEFFERSON COUNTY

GUNTER K HOFMANN VS EDWIN M BANKS ET AL
FILED: 06/26/2002 TYPE: OTHER CV CASE TYPE TRIAL: JURY TRACK:*****
DATE1: CA: CA DATE:
DATE2: AMT: \$.00 PAYMENT:
DATE3:
*****DEFENDANT 014: CLEMENS PETER J IV
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 015: FINLEY SARA J
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 016: KARRO BRADLEY S
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 017: WEEKS MARK S
CAREMARK RX INC, STE 1000 ATTORNEY: *** PRO SE ***
3000 GALLERIA TOWER
BHAM, AL 35244-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:DEFENDANT 018: CAREMARK RX INC (NOMINAL DEFENDANT)
% CSC LAWYERS INC SVC INC ATTORNEY: *** PRO SE ***
150 SOUTH PERRY STREET
MONTGOMERY, AL 36104-0000
PHONE: (205)000-0000ENTERED: 06/27/2002 ISSUED: TYPE:
SERVED: 7/1/02 ANSWERED: JUDGEMENT:

SUMMONS & COMPLAINT

7/3/02, Notice of filing verification

JA 06/27/2002

CV 2002 003861.00

State of Alabama
Unified Judicial System

OVER SHEET
CIRCUIT COURT - CIVIL CASE
 (Not For Domestic Relations Cases)

Form AR CivP-93 Rev. 5/99

 Case No. 6M02-3061
 Date of Filing: Month Day Year
 Judge Code:
GENERAL INFORMATIONIN THE CIRCUIT COURT OF Jefferson County

, ALABAMA

(Name of County)

Gunter K. Hofmann

v. Edwin M. Bank, et. al., and Caremark RX, Inc.**Plaintiff**

First Plaintiff	<input type="checkbox"/> Business	<input checked="" type="checkbox"/> Individual
	<input type="checkbox"/> Government	<input type="checkbox"/> Other

Defendant

First Defendant	<input type="checkbox"/> Business	<input checked="" type="checkbox"/> Individual
	<input type="checkbox"/> Government	<input type="checkbox"/> Other

NATURE OF SUIT: Select primary cause of action, by checking box (check only one) that best characterizes your action:**TORTS: PERSONAL INJURY**

<input type="checkbox"/> WDEA	- Wrongful Death
<input type="checkbox"/> TONG	- Negligence: General
<input type="checkbox"/> TOMV	- Negligence: Motor Vehicle
<input type="checkbox"/> TOWA	- Wantonness
<input type="checkbox"/> TOPL	- Product Liability/AEMLD
<input type="checkbox"/> TOMM	- Malpractice-Medical
<input type="checkbox"/> TOLM	- Malpractice-Legal
<input type="checkbox"/> TOOM	- Malpractice-Other
<input type="checkbox"/> TBFM	- Fraud/Bad Faith/Misrepresentation
<input type="checkbox"/> TOXX	- Other: _____

OTHER CIVIL FILINGS (cont'd)

<input type="checkbox"/> MSXX	- Birth/Death Certificate Modification/Bond Forfeiture Appeal/Enforcement of Agency Subpoena/Petition to Preserve
<input type="checkbox"/> CVRT	- Civil Rights
<input type="checkbox"/> COND	- Condemnation/Eminent Domain/Right-of-Way
<input type="checkbox"/> CTMP	- Contempt of Court
<input type="checkbox"/> CONT	- Contract/Ejectment/Writ of Seizure
<input type="checkbox"/> TOCN	- Conversion
<input type="checkbox"/> EQND	- Equity Non-Damages Actions/Declaratory Judgment/Injunction/Election Contest/Quiet Title/Sale For Division
<input type="checkbox"/> CVUD	- Eviction Appeal/Unlawful Detainer
<input type="checkbox"/> FORJ	- Foreign Judgment
<input type="checkbox"/> FORF	- Fruits of Crime Forfeiture
<input type="checkbox"/> MSHC	- Habeas Corpus/Extraordinary Writ/Mandamus/Prohibition
<input type="checkbox"/> PFAB	- Protection From Abuse
<input type="checkbox"/> FELA	- Railroad/Seaman (FELA)
<input type="checkbox"/> RPRO	- Real Property
<input type="checkbox"/> WTEG	- Will/Trust/Estate/Guardianship/Conservatorship
<input type="checkbox"/> COMP	- Workers' Compensation
<input checked="" type="checkbox"/> CVXX	- Miscellaneous Circuit Civil Case

TORTS: PROPERTY INJURY

<input type="checkbox"/> TOPE	- Personal Property
<input type="checkbox"/> TORE	- Real Property

OTHER CIVIL FILINGS

<input type="checkbox"/> ABAN	- Abandoned Automobile
<input type="checkbox"/> ACCT	- Account & Nonmortgage
<input type="checkbox"/> APAA	- Administrative Agency Appeal
<input type="checkbox"/> ADPA	- Administrative Procedure Act
<input type="checkbox"/> ANPS	- Adults in Need of Protective Services

ORIGIN (check one):

 INITIAL FILING APPEAL FROM
DISTRICT COURT OTHER: _____R REMANDEDT TRANSFERRED FROM
OTHER CIRCUIT COURT

HAS JURY TRIAL BEEN DEMANDED?

 YES NO

Note: Checking "Yes" does not constitute a demand for a jury trial. (See Rules 38 and 39, Ala.R.Civ.P, for procedure)

RELIEF REQUESTED:

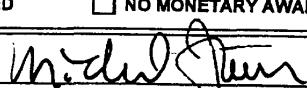
 MONETARY AWARD REQUESTED NO MONETARY AWARD REQUESTED

ATTORNEY CODE:

STR 044

June 26, 2002

Date


 Signature of Attorney/Party filling this form
MEDIATION REQUESTED: YES NO UNDECIDED

in
IN THE CIRCUIT COURT OF JEFFERSON COUNTY, ALABAMA

GUNTER K. HOFMANN,)
Derivatively on Behalf of Nominal)
Defendant CAREMARK RX, INC.)
Plaintiff,)
v.)
EDWIN M. BANKS, C. DAVID BROWN,)
II, COLLEEN CONWAY-WELCH,)
EDWIN M. CRAWFORD, HARRIS)
DIAMOND, JAMES H. DICKERSON, JR.,)
KRISTEN E. GIBNEY WILLIAMS,)
EDWARD L. HARDIN, JR., ROGER L.)
HEADRICK, TED H. MCCOURTNEY,)
C.A. LANCE PICCOLO, JOHN J.)
ARLOTTA, CHARLES C. CLARK,)
PETER J. CLEMENS, IV, SARA J.)
FINLEY, BRADLEY S. KARRO, and)
MARK S. WEEKS,)
Defendants,)
-and-)
CAREMARK RX, INC.,)
Nominal Defendant.)

Case No. CV 02-3861 in

FILED IN OFFICE

JUL 03 2002

ANNE-MARIE ADAMS
Clerk

JURY TRIAL DEMANDED

NOTICE OF FILING VERIFICATION

COMES NOW Plaintiff and gives notice of filing the attached verification to the
Complaint filed in the above-styled action.

Dated this the 3rd day of July, 2002.

Respectfully submitted,



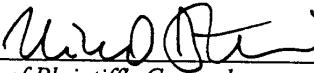
Michael Straus
Lange Clark
Straus & Boies, LLP
1130 22nd Street South
Birmingham, AL 35205
Tel: (205) 324-3800
Fax: (205) 324-3996

Of Counsel:

Schiffrin & Barroway, LLP
Robert B. Weiser
Eric L. Zagar
Three Bala Plaza East
Suite 400
Bala Cynwyd, PA 19004
Tel: (610) 667-7706
Fax: (610) 667-7056

CERTIFICATE OF SERVICE

I hereby certify that a copy of the above and foregoing has been served on this the 3rd day of July, 2002, upon the following by first class mail, postage prepaid, to the address listed below:


One of Plaintiff's Counsel

Caremark RX, Inc.
c/o CSC-Lawyers Incorporating Service, Inc.
150 South Perry Street
Montgomery, Alabama 36104

John J. Arlotta
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Edwin M. Banks
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

C. David Brown, II
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Charles C. Clark
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Peter J. Clemens, IV
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Harris Diamond
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

James H. Dickerson, Jr.
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Sara J. Finley
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Edward L. Hardin, Jr.
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Roger L. Headrick
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Bradley S. Karro
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

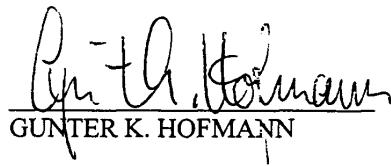
Ted H. McCourtney
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

C.A. Lance Piccolo
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

VERIFICATION

I, Gunter K. Hofmann, hereby verify that I have reviewed the Complaint and authorized its filing and that the foregoing is true and correct the best of my knowledge, information and belief.

DATED: June 25, 2002



GUNTER K. HOFMANN

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- C. Iete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861
012

John J. Arlotta
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

Lee Cope

Agent
 Addressee

B. Received by (Printed Name)

Lee Cope

C. Date of Deliver

7-01-02

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

2. Article Number

(*From service label*)

7001 2510 0000 3059 4436

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-038

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- C. Iete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861
013

Charles C. Clark
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

Lee Cope

Agent
 Addressee

B. Received by (Printed Name)

Lee Cope

C. Date of Deliver

7-01-02

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

2. Article Number

(*From service label*)

7001 2510 0000 3059 4429

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-038

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- C. Iete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861
014

Peter J. Clemens, IV
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

Lee Cope

Agent
 Addressee

B. Received by (Printed Name)

Lee Cope

C. Date of Delivery

7-01-02

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

2. Article Number

(*From service label*)

7001 2510 0000 3059 4412

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861

Roger L. Headrick
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

See Cooper

 Agent Addressee

B. Received by (Printed Name)

See Cooper

C. Date of Deliver

7-01-02

D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

2. Article Number

(Type or print from service label)

7001 2510 0000 3059 4320

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-036

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Ted H. McCourtney
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

See Cooper

 Agent Addressee

B. Received by (Printed Name)

See Cooper

C. Date of Deliver

7-01-02

D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

2. Article Number

(Type or print from service label)

7001 2510 0000 3059 4337

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-036

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861

C.A. Lance Piccolo
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

See Cooper

 Agent Addressee

B. Received by (Printed Name)

See Cooper

C. Date of Deliver

7-01-02

D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

2. Article Number

(Type or print from service label)

7001 2510 0000 3059 4467

3. Service Type

Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee)

 Yes

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861 ✓

James H. Dickerson
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

Lee Conner

Agent
 Addressee

B. Received by (Printed Name)

Lee Conner

C. Date of Deliver

7.01.02

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

2. Article Number

(Type or print from service label)

7001 2510 0000 3059 4474

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-02

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861 ✓

Harris Diamond
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

Lee Conner

Agent
 Addressee

B. Received by (Printed Name)

Lee Conner

C. Date of Deliver

7.01.02

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

2. Article Number

(Type or print from service label)

7001 2510 0000 3059 4368

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-03B

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861 ✓

Colleen Conway-Welch
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

Lee Conner

Agent
 Addressee

B. Received by (Printed Name)

Lee Conner

C. Date of Deliver

7.01.02

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

2. Article Number

7001 2510 0000 3059 4368

3. Service Type

Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee)

Yes

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861

C. David Brown, II
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

X Lee Cooper

 Agent Addressee

B. Received by (Printed Name)

Lee Cooper

C. Date of Delivery

7-02-02

D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

2. Article Number

(Type or from service label)

7001 2510 0000 3059 4375

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-038

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861

Bradley S. Karro
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

X Lee Cooper

 Agent Addressee

B. Received by (Printed Name)

Lee Cooper

C. Date of Delivery

7-01-02

D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

2. Article Number

(Type or from service label)

7001 2510 0000 3059 4399

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-038

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861

Edwin M. Banks
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

X Lee Cooper

 Agent Addressee

B. Received by (Printed Name)

Lee Cooper

C. Date of Delivery

7-01-02

D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

2. Article Number

(Type or from service label)

7001 2510 0000 3059 4443

PS Form 3811 August 2001

Domestic Return Receipt

102595-01-M-038

3. Service Type

 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.
 4. Restricted Delivery? (Extra Fee) Yes

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

C-12 D8/2
11/02 3861
Edward L. Hardin
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

Lee Cooper Agent Addressee

B. Received by (Printed Name)

Lee Cooper C. Date of Delivery

D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

2. Article Number

(Transfer from service label)

7001 2510 0000 3059 4450

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-0381

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

C-12 3861 D8/2
Kristen E. Gibney Williams
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

Lee Cooper Agent Addressee

B. Received by (Printed Name)

Lee Cooper C. Date of Delivery

D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

2. Article Number

(Transfer from service label)

7001 2510 0000 3059 4351

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-0381

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

C-12 3861 D8/2
Edwin M. Crawford
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature

Lee Cooper Agent Addressee

B. Received by (Printed Name)

Lee Cooper C. Date of Delivery

D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

2. Article Number

(Transfer from service label)

7001 2510 0000 3059 4481

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-0381

- Certified Mail Express Mail
- Registered Return Receipt for Merchandise
- Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

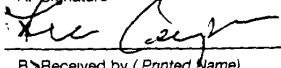
- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861 ✓
015 02

Sara J. Finley
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature


 B. Received by (Printed Name) *Sara Cooper*
 C. Date of Delivery *7-01-02*
 Agent
 Addressee

 D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

2. Article Number

(or from service label)

7001 2510 0000 3059 4405

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-03

SENDER: COMPLETE THIS SECTION

COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861 ✓
016 02

Mark S. Weeks
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

A. Signature


 B. Received by (Printed Name) *Mark Cooper*
 C. Date of Delivery *7-01-02*
 Agent
 Addressee

 D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

2. Article Number

(or from service label)

7001 2510 0000 3059 4382

PS Form 3811, August 2001

Domestic Return Receipt

102595-01-M-038

SENDER: COMPLETE THIS SECTION

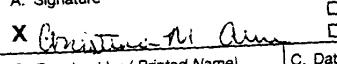
COMPLETE THIS SECTION ON DELIVERY

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

CV02 3861 ✓
018
Caremark RX, Inc.
c/o Reg. Agent CSC
Lawyers Incorporating Serv. Inc.
150 South Perry Street
Montgomery, Alabama 36104

A. Signature


 B. Received by (Printed Name) *Caremark RX, Inc.*
 C. Date of Delivery *7-11-02*
 Agent
 Addressee

 D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

2. Article Number

7001 2510 0000 3059 4313

3. Service Type

 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee)

 Yes

IN THE CIRCUIT COURT OF
JEFFERSON COUNTY, ALABAMA

GUNTER K. HOFMANN,)
Derivatively on Behalf of Nominal)
Defendant CAREMARK RX, INC.,)
Plaintiff,)
v.)
EDWIN M. BANKS, C. DAVID BROWN,)
II, COLLEEN CONWAY-WELCH,)
EDWIN M. CRAWFORD, HARRIS)
DIAMOND, JAMES H. DICKERSON, JR.,)
KRISTEN E. GIBNEY WILLIAMS,)
EDWARD L. HARDIN, JR., ROGER L.)
HEADRICK, TED H. MCCOURTNEY,)
C.A. LANCE PICCOLO, JOHN J.)
ARLOTTA, CHARLES C. CLARK,)
PETER J. CLEMENS, IV, SARA J.)
FINLEY, BRADLEY S. KARRO, and)
MARK S. WEEKS,)
Defendants,)
-and-)
CAREMARK RX, INC.,)
Nominal Defendant.)

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS
Clerk

Civil Action No.:

CV02 3861

JURY TRIAL DEMANDED

VERIFIED DERIVATIVE COMPLAINT

Plaintiff, by his attorneys, submits this Verified Derivative Complaint (the "Complaint") against the defendants named herein.

NATURE OF THE ACTION

1. This is a shareholders' derivative action brought for the benefit of nominal

defendant Caremark Rx, Inc. ("Caremark" or the "Company") against its Board of Directors and certain executive officers seeking to remedy defendants' breaches of fiduciary duties and other violations of law.

PARTIES

2. Plaintiff Gunter K. Hoffman is, and was at all relevant times, a shareholder of nominal defendant Caremark.

3. Nominal defendant Caremark is a Delaware corporation with its principal executive offices located at 3000 Galleria Tower, Suite 1000, Birmingham, Jefferson County, Alabama, 35244. According to its public filings, Caremark provides pharmacy benefit management services to sponsors of health benefit plans.

4. Defendant Edwin M. Crawford ("Crawford") has served as a director of Caremark and Chief Executive Officer of the Company since March 1998 and as Chairman of the Board of Directors of Caremark (the "Board") since December 1998. Crawford previously served as President of the Company from March 1998 to May 2000. From August 29, 2001 to May 29, 2002, Crawford, with knowledge of material non-public information regarding the Company, sold a total of 507,000 shares of Caremark common stock, reaping proceeds of \$9,539,740.

5. Defendant James H. Dickerson, Jr. ("Dickerson") has served as a director of Caremark since February 1999 and as President and Chief Operating Officer of the Company since May 2000. Dickerson previously served as Executive Vice President and Chief Financial Officer of the Company from May 1998 to May 2000. From August 20, 2001 to May 22, 2002, Dickerson, with knowledge of material non-public information regarding the Company, sold a total of 271,000 shares of Caremark common stock, reaping proceeds of \$4,793,720.

6. Defendant C.A. Lance Piccolo (“Piccolo”) has served as Vice Chairman of the Board since September 1996. Piccolo provides consulting services to the Company for which he receives fees of approximately \$540,000 per year. From August 13, 2001 to May 7, 2002, Piccolo, with knowledge of material non-public information regarding the Company, sold a total of 96,400 shares of Caremark common stock, reaping proceeds of \$1,830,633.

7. Defendant Edward L. Hardin, Jr. (“Hardin”) has served as Executive Vice President and General Counsel of the Company since June 1998 and as a director of Caremark since May 2000. On February 19, 2002, Hardin, with knowledge of material non-public information regarding the Company, sold a total of 98,327 shares of Caremark common stock, reaping proceeds of \$1,705,161.

8. Defendant Edwin M. Banks (“Banks”) has served as a director of Caremark since May 2000. On May 8, 2002, Banks, with knowledge of material non-public information regarding the Company, sold a total of 9,000 shares of Caremark common stock, reaping proceeds of \$183,870.

9. Defendant John J. Arlotta (“Arlotta”) has served as a consultant for Caremark since February 2002 and previously served as President and Chief Operating Officer of the Company’s Caremark Pharmaceutical Services Group from May 1998 to February 2002. From August 29, 2001 to May 6, 2002, Arlotta, with knowledge of material non-public information regarding the Company, sold a total of 185,001 shares of Caremark common stock, reaping proceeds of \$3,223,767.

10. Defendant Charles C. Clark (“Clark”) has served as the Company’s Executive Vice President of Corporate Strategies since May 1998. From August 22, 2001 to May 29, 2002,

Clark, with knowledge of material non-public information regarding the Company, sold a total of 53,500 shares of Caremark common stock, reaping proceeds of \$1,030,275.

11. Defendant Peter J. Clemens, IV (“Clemens”) has served as the Company’s Treasurer and Senior Vice President of Finance since May 1998. On May 29, 2002, Clemens, with knowledge of material non-public information regarding the Company, sold a total of 25,000 shares of Caremark common stock, reaping proceeds of \$477,750.

12. Defendant Sara J. Finley (“Finley”) has served as the Company’s Senior Vice President, Assistant General Counsel, and Corporate Secretary since August 1998. On March 1, 2002, Finley, with knowledge of material non-public information regarding the Company, sold a total of 15,000 shares of Caremark common stock, reaping proceeds of \$266,250.

13. Defendant Bradley S. Karro (“Karro”) has served as Caremark’s Executive Vice President of Corporate Development since October 1999. From May 28, 2002 to May 29, 2002, Karro, with knowledge of material non-public information regarding the Company, sold a total of 43,100 shares of Caremark common stock, reaping proceeds of \$835,185.

14. Defendant Mark S. Weeks (“Weeks”) has served as Caremark’s Senior Vice President of Finance and Controller since March 2000. On February 27, 2002, Weeks, with knowledge of material non-public information regarding the Company, sold a total of 9,338 shares of Caremark common stock, reaping proceeds of \$167,150.

15. Collectively, the defendants identified in paragraphs 4-14 will be referred to herein as the “Selling Defendants.”

16. Defendant C. David Brown, II (“Brown”) has served as a director of Caremark since March 2001. Brown serves as Chairman of the Firm of Broad and Cassel, which has

provided and continues to provide legal services to Caremark, and has received and continues to receive material fees in connection therewith.

17. Defendant Harris Diamond ("Diamond") has served as a director of Caremark since May 2000. Diamond serves as Chief Executive Officer of Weber Shandwick Worldwide ("Weber Shandwick"), which has provided and continues to provide investor relations and communications services to the Company, for which Caremark paid Weber Shandwick \$423,905 in 2001.

18. Defendant Kristen E. Gibney Williams ("Gibney Williams") has served as a director of Caremark since February 1999.

19. Defendant Colleen Conway-Welch ("Conway-Welch") has served as a director of Caremark since May 2001.

20. Defendant Ted H. McCourtney ("McCourtney") has served as a director of Caremark since August 1993.

21. Defendant Roger L. Headrick ("Headrick") has served as a director of Caremark since September 1996.

22. Collectively, the defendants identified in paragraphs 4-14 and 16-21 will be referred to herein as the "Individual Defendants." The Individual Defendants, through their positions as directors and/or officers of the Company and their receipt of reports, attendance at meetings, and access to all of the Company's books, records and other proprietary information, had responsibility for and knowledge of material non-public information concerning the Company, its operations and business prospects. This material, non-public information included, but was not limited to, Caremark's financial results, condition and prospects.

DUTIES OF THE INDIVIDUAL DEFENDANTS

23. By reason of their positions as officers, directors, and/or fiduciaries of Caremark and because of their ability to control the business and corporate affairs of Caremark, the Individual Defendants owed Caremark and its shareholders fiduciary obligations of good faith, loyalty, and candor, and were and are required to use their utmost ability to control and manage Caremark in a fair, just, honest, and equitable manner. The Individual Defendants were and are required to act in furtherance of the best interests of Caremark and its shareholders so as to benefit all shareholders equally and not in furtherance of their personal interest or benefit. Each director and officer of the Company owes to Caremark and its shareholders the fiduciary duty to exercise good faith and diligence in the administration of the affairs of the Company and in the use and preservation of its property and assets, and the highest obligations of fair dealing. In addition, as officers and/or directors of a publicly held company, the Individual Defendants had a duty to promptly disseminate accurate and truthful information with regard to the Company's operations, performance, services, management, projections and forecasts so that the market price of the Company's stock would be based on truthful and accurate information.

24. The Individual Defendants, because of their positions of control and authority as directors and/or officers of Caremark, were able to and did, directly and/or indirectly, exercise control over the wrongful acts complained of herein, as well as the contents of the various public statements issued by the Company. Because of their advisory, executive, managerial, and directorial positions with Caremark, each of the Individual Defendants had knowledge of material non-public information regarding Caremark's financial condition and prospects.

25. To discharge their duties, the officers and directors of Caremark were required to exercise reasonable and prudent supervision over the management, policies, practices and controls of the Company. By virtue of such duties, the officers and directors of Caremark were required to, among other things:

- a. ensure that the affairs of Caremark were conducted in an efficient, business-like manner so as to make it possible to provide the highest quality performance of its business;
- b. exercise good faith in supervising the preparation and filing of all audits, reports, and other financial information required by law, including periodic financial statements and reports filed with the Securities and Exchange Commission ("SEC"), and in examining and evaluating such audits, reports, and other information concerning the financial affairs of the Company;
- c. ensure that the Company was operated in a diligent, honest and prudent manner and complied with all applicable federal and state laws, rules, regulations and requirements, including acting only within the scope of its legal authority and disseminating truthful and accurate statements to the SEC and the investing public; and
- d. refrain from acting upon material inside corporate information to benefit themselves.

26. The Individual Defendants were responsible for establishing and maintaining adequate internal accounting controls for Caremark and for ensuring that the Company's financial statements were based on accurate financial information. To accomplish the objectives of accurately recording, processing, summarizing and reporting financial data, a corporation must establish an internal accounting control structure. Among other things, the Individual Defendants were required to:

- (1) make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer; and

(2) devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that –

(a) transactions are executed in accordance with management's general or specific authorization;

(b) transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles.

27. Moreover, according to Appendix D to Statement on Auditing Standards No. 55, ("SAS 55"), management should consider, among other things, such objectives as: (i) making certain that "[t]ransactions are recorded as necessary ... to permit preparation of financial statements in conformity with generally accepted accounting principles ... [and] to maintain accountability for assets;" and (ii) making certain that "[t]he recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences."

28. According to SAS 55.13:

Establishing and maintaining an internal control structure is an important management responsibility. To provide reasonable assurance that an entity's objectives will be achieved, the internal control structure should be under ongoing supervision by management to determine that it is operating as intended and that it is modified as appropriate for changes in conditions.

29. As alleged in detail below, the Individual Defendants failed to implement and maintain an adequate internal accounting control system, and thereby violated their fiduciary duties of loyalty and good faith.

30. Furthermore, as a result of their responsibility for and knowledge of material non-public information regarding Caremark's financial results, condition and prospects, the Individual

Defendants knew that the market had been misled by the Company's public disclosures regarding Caremark's financial results, condition and prospects. The Individual Defendants caused the Company to conceal from the investment community, including the Company's public stockholders, Caremark's true financial results, condition and prospects, which allowed the Selling Defendants to reap insider trading profits through concealment.

31. As alleged in detail below, from August 2001 to May 2002, when the Individual Defendants had knowledge of material non-public information regarding Caremark's financial results, condition and prospects, the Selling Defendants breached their fiduciary duties of loyalty and good faith by using material non-public information to sell more than ***1.3 million shares*** of Caremark common stock at prices higher than they could have obtained had the market been aware of the material non-public information, thereby reaping in excess of ***\$24 million*** in illegal insider trading proceeds for their personal gain.

32. The Individual Defendants were responsible for authorizing, or permitting the authorization of, the practices which resulted in the Selling Defendants' misappropriation of confidential corporate information for their own gain. The Individual Defendants breached their duties of loyalty and good faith by placing their own personal interests above the Company's and by failing to prevent the Company and its officers and directors from committing acts which would, and did, injure the Company.

FACTUAL ALLEGATIONS

33. As a pharmacy benefits manager ("PBM"), Caremark administers prescription drug benefit programs for employers, insurance companies, unions, and other organizations. In 2001, Caremark managed more than 82 million prescriptions for individuals from over 1,200

organizations.

34. On or about February 20, 2002, the Individual Defendants caused Caremark to file with the SEC its Form 10-K for FY2001 (the "2001 10-K"), which stated:

The Company's net revenue is generated primarily by dispensing prescription drugs, either directly through its mail service pharmacies or indirectly through its retail network, and primarily includes amounts paid or payable by customers based on the cost of the prescription drugs dispensed to their beneficiaries plus administrative fees. Net revenues also include: (i) amounts paid or payable for certain disease management and health benefit management products recorded at predetermined contractual rates based on the achievement of certain criteria and (ii) amounts paid or payable for access to data in the Company's information systems recorded at predetermined contractual rates.

Revenues from the dispensing of prescription drugs from the Company's pharmacies are recognized when each prescription is shipped. Revenues from sales of prescription drugs by pharmacies in the Company's nationwide third-party retail network and administrative fees are recognized when each claim is adjudicated using the Company's on-line claims processing system at the point-of-sale. . . .

The 2001 10-K was signed by defendants Crawford, Dickerson, Hardin, Weeks, Banks, Brown, Conway-Welch, Diamond, Gibney Williams, Headrick, McCourtney, and Piccolo.

35. Pursuant to most of the prescription drug benefit programs administered by Caremark, consumers are required to pay a co-payment, typically between \$5 and \$50, to their pharmacy to cover a portion of the cost of each prescription. The entire co-payment is paid to the pharmacy, and Caremark has no right to receive any portion of the co-payment.

36. Since at least the beginning of 2001, each of the Individual Defendants knew, but did not disclose to the market, that Caremark recorded as revenue co-payments made by consumers, even though Caremark did not receive the co-payments or have any right to receive any portion of the co-payments. Caremark's recording of co-payments as revenue was in violation of Generally Accepted Accounting Principles ("GAAP").

37. From August 13, 2001 to May 29, 2002, the Selling Defendants, with knowledge of the material non-public information described in the preceding paragraph, sold a total of 1,312,666 shares of Caremark common stock at an average selling price of \$18.32, reaping total proceeds of \$24,053,501, as follows:

Edwin Crawford

Date	# Shares	Price	Proceeds
08/29/2001	107000	16.82	1799740
05/29/2002	400000	19.35	7740000
TOTAL	507,000	\$9,539,740	

James Dickerson

Date	# Shares	Price	Proceeds
08/20/2001	1000	17.5	17500
08/20/2001	20000	17.5	350000
08/20/2001	44000	17.5	770000
02/13/2002	56000	17.36	972160
02/14/2002	49000	17.23	844270
02/20/2002	51500	17.36	894040
05/21/2002	25000	19.21	480250
05/22/2002	24500	19	465500
TOTAL	271,000	\$4,793,720	

C.A. Lance Piccolo

Date	# Shares	Price	Proceeds
08/13/2001	100	16.97	1697
08/13/2001	100	16.92	1692
08/13/2001	600	16.92	10152
08/13/2001	700	16.91	11837
08/13/2001	900	16.9	15210
08/13/2001	1000	16.98	16980
08/13/2001	1900	16.95	32205
08/13/2001	2000	17.02	34040
08/13/2001	2700	17.01	45927
08/13/2001	3000	17.03	51090

08/13/2001	6300	17	107100
08/15/2001	100	17.13	1713
08/15/2001	24900	17.1	425790
08/16/2001	2100	17	35700
05/07/2002	50000	20.79	1039500

TOTAL 96,400 \$1,830,633

Edward Hardin

Date	# Shares	Price	Proceeds
02/19/2002	100	17.44	1744
02/19/2002	1600	17.24	27584
02/19/2002	5600	17.31	96936
02/19/2002	9603	17.2	165171.6
02/19/2002	18024	17.3	311815.2
02/19/2002	25000	17.35	433750
02/19/2002	38400	17.4	668160

TOTAL 98,327 \$1,705,161

Edwin Banks

Date	# Shares	Price	Proceeds
05/08/2002	3000	20.39	61170
05/08/2002	6000	20.45	122700

TOTAL 9,000 \$183,870

John Arlotta

Date	# Shares	Price	Proceeds
08/29/2001	60001	16.75	1005017
02/25/2002	50000	17.75	887500
02/26/2002	50000	17.75	887500
03/06/2002	25000	17.75	443750

TOTAL 185,001 \$3,223,767

Charles Clark

Date	# Shares	Price	Proceeds
08/22/2001	500	17.75	8875
08/22/2001	1000	17.75	17750
03/01/2002	1000	17.85	17850
05/29/2002	1000	19.3	19300
05/29/2002	20000	19.3	386000
05/29/2002	30000	19.35	580500
TOTAL	53,500		\$1,030,275

Peter Clemens

Date	# Shares	Price	Proceeds
05/29/2002	25000	19.11	477750
TOTAL	25,000		\$477,750

Sara Finley

Date	# Shares	Price	Proceeds
03/01/2002	15000	17.75	266250
TOTAL	15,000		\$266,250

Bradley Karro

Date	# Shares	Price	Proceeds
05/28/2002	30000	19.34	580200
05/29/2002	3100	19.35	59985
05/29/2002	10000	19.5	195000
TOTAL	43,100		\$835,185

Mark Weeks

Date	# Shares	Price	Proceeds
02/27/2002	9338	17.9	167150
TOTAL	9,338		\$167,150

38. At the time of each of the stock sales set forth in the preceding paragraph, each of the Individual Defendants knew the material non-public information described in paragraph 36 above. The information described in paragraph 36 was well known among Caremark insiders, including the Individual Defendants. The Individual Defendants received numerous reports regarding Caremark's revenues and revenue recognition practices, and this information was discussed formally and informally during Caremark Board meetings and other meetings attended by the Individual Defendants.

39. On June 21, 2002, the *Wall Street Journal* reported:

Medco is the nation's second largest pharmacy-benefits manager, or PBM. Neither AdvancePCS, of Irving, Texas, the country's largest PBM with 75 million members, nor Express Scripts Inc., of St. Louis, the third-largest, include co-payments as part of their reported revenue. The fourth-largest company, Caremark Rx Inc., of Birmingham, Ala., also includes co-payments when tallying revenue. In drug stores, "AdvancePCS does not bill or collect" for consumers' co-payments because "that is the pharmacy's responsibility," an AdvancePCS spokesman says. "For that reason, AdvancePCS does not count" such co-payments as revenue.

A spokesman for Caremark said no officials were available Thursday to comment further on the company's inclusion of the co-payment as part of revenue.

"The fact that two companies are showing it as revenue, while it doesn't alter net income, clearly they're taking an aggressive stance relative to other companies in the industry," says Charles Mulford, director of the program in financial analysis at Georgia Institute of Technology in Atlanta. "It overstates total economic activity at the company."

...

Lynn Turner, a former chief accountant at the Securities and Exchange Commission who now is an accounting professor and director of the Center for Quality Financial Reporting at Colorado State University in Ft. Collins, says that, in general, for "a PBM that has no legal liability for the co-payment, has no risk for the co-pay and in fact never ever receives the co-payment, it would not be appropriate under GAAP [generally accepted accounting principles] to report this as revenue."

40. The revelations in the June 21, 2002 *Wall Street Journal* article had an immediate

material effect on the price of Caremark common stock, which fell more than 6%, from \$17.34 to \$16.25, on the next trading day, June 24, 2002.

DERIVATIVE AND DEMAND EXCUSED ALLEGATIONS

41. Plaintiff brings this action derivatively in the right and for the benefit of Caremark to redress injuries suffered and to be suffered by Caremark as a result of the breaches of fiduciary duty and other violations of law by the Individual Defendants. This is not a collusive action to confer jurisdiction on this Court which it would not otherwise have.

42. Plaintiff will adequately and fairly represent the interests of Caremark and its shareholders in enforcing and prosecuting its rights.

43. Plaintiff is an owner of Caremark common stock and was an owner of Caremark common stock at all times relevant to the Individual Defendants' wrongful course of conduct alleged herein.

44. As a result of the facts set forth herein, plaintiff has not made any demand on the Caremark Board of Directors to institute this action against the Individual Defendants. Such demand would be a futile and useless act because the Board is incapable of making an independent and disinterested decision to institute and vigorously prosecute this action for the following reasons:

- A. Each of the Individual Defendants participated in, approved or recklessly disregarded the wrongs complained of herein, which could not have been an exercise of good faith business judgment;
- B. Defendants Crawford, Dickerson, Piccolo, Hardin, and Banks are directly interested in the insider trading transactions challenged herein. Crawford, Dickerson, Piccolo, Hardin, and Banks each sold tens of thousands of Caremark shares with knowledge of material non-public information regarding the Company, thereby reaping millions of dollars in proceeds.

Accordingly, Crawford, Dickerson, Piccolo, Hardin, and Banks are legally incapable of considering a demand to institute and vigorously prosecute this action;

- C. Defendant Brown is beholden to and/or subject to the considerable influence of Crawford, Dickerson, Piccolo, Hardin, Banks and the other directors named as defendants herein due to Brown's position as Chairman of the Firm of Broad and Cassel, which has provided and continues to provide legal services to Caremark, and has received and continues to receive material fees in connection therewith;
- D. Defendant Diamond is beholden to and/or subject to the considerable influence of Crawford, Dickerson, Piccolo, Hardin, Banks and the other directors named as defendants herein due to his position as CEO of Weber Shandwick, which has provided and continues to provide investor relations and communications services to the Company, for which Caremark paid Weber Shandwick \$423,905 in 2001; and
- F. Caremark's directors' and officers' liability insurance coverage has an "insured vs. insured" exclusion. Thus, if the Individual Defendants caused Caremark to sue its officers and directors for the liability asserted in this case, they would not be insured for that liability. They will not do this to themselves. The Caremark officers' and directors' liability insurance was purchased and paid for with corporate funds for the protection of the corporation. This derivative action does not trigger the "insured vs. insured" exclusion, and therefore only this derivative action can obtain a recovery from Caremark's officers' and directors' insurance for the benefit of the corporation.

COUNT I

AGAINST THE SELLING DEFENDANTS
FOR BREACH OF FIDUCIARY DUTIES FOR INSIDER SELLING AND
MISAPPROPRIATION OF INFORMATION

45. Plaintiff incorporates by reference all preceding and subsequent paragraphs as if fully set forth herein.

46. At the time of each of the stock sales set forth herein, each of the Individual Defendants knew the information described in paragraph 36 above.

47. The information described in paragraph 36 was proprietary non-public information concerning Caremark's financial results, condition and prospects.

48. At the time of each of their stock sales, each of the Selling Defendants knew that the Company's public statements regarding its financial results, condition, and prospects were materially misleading and inaccurate, which when reported would cause the price of the Company's common stock to dramatically decrease. The Selling Defendants' sales of Caremark common stock with knowledge of this material non-public information was a breach of their fiduciary duties of loyalty and good faith.

49. Since the use of the Company's proprietary information for their own gain constitutes a breach of the Selling Defendants' fiduciary duties, the Company is entitled to the imposition of a constructive trust on any profits the Selling Defendants obtained thereby.

COUNT II

AGAINST ALL INDIVIDUAL DEFENDANTS
FOR BREACH OF FIDUCIARY DUTIES FOR DISSEMINATION
OF MISLEADING AND INACCURATE INFORMATION

50. Plaintiff incorporates by reference all preceding and subsequent paragraphs as if set forth fully herein.

51. As alleged in detail herein, each of the Individual Defendants had a duty to ensure that Caremark disseminated accurate information to the market.

52. Each of the Individual Defendants violated the fiduciary duties of loyalty and good faith by causing the Company (since at least the beginning of 2001) to disseminate to the market materially misleading and inaccurate information through public statements, including Caremark's Form 10-K's, Form 10-Q's, and quarterly press releases and conference calls in which Caremark's

materially misleading and inaccurate revenues were reported and discussed.

53. Each of the Individual Defendants failed to disclose the material non-public information described herein so that the Company's stock price would trade at prices higher than it otherwise would have and the Selling Defendants could sell their personal holdings of Caremark common stock at inflated prices.

54. Each of the Individual Defendants failed to correct the Company's materially misleading and inaccurate public statements. These actions could not have been a good faith exercise of prudent business judgment to protect and promote the Company's corporate interests.

55. As a direct and proximate result of the Individual Defendants' foregoing breaches of fiduciary duties, Caremark has suffered damages, including, but not limited to, damages associated with the Individual Defendants' stock sales and loss of credibility in the market.

COUNT III

AGAINST ALL INDIVIDUAL DEFENDANTS FOR BREACH
OF FIDUCIARY DUTY FOR FAILURE TO ESTABLISH
AND MAINTAIN ADEQUATE ACCOUNTING CONTROLS

56. Plaintiff incorporates by reference all previous and subsequent paragraphs as if set forth fully herein.

57. As alleged in detail herein, each of the Individual Defendants had a duty to Caremark and its shareholders to establish and maintain adequate internal accounting controls to ensure that the Company's financial statements were based on accurate financial information.

58. The Individual Defendants did not establish and maintain adequate internal accounting controls at Caremark and did not make a good faith effort to do so; thus, they abdicated their fiduciary duties of loyalty and good faith.

59. As a direct and proximate result of the Individual Defendants' failure to perform their fiduciary obligations, Caremark engaged in imprudent and unlawful activities which have caused Caremark to suffer damages, as alleged herein.

COUNT IV

AGAINST ALL INDIVIDUAL DEFENDANTS FOR ABUSE OF CONTROL

60. Plaintiff incorporates by reference all preceding and subsequent paragraphs as if set forth fully herein.

61. The Individual Defendants' misconduct alleged herein constituted an abuse of their ability to control and influence Caremark, for which they are legally responsible.

62. As a direct and proximate result of the Individual Defendants' abuse of control, Caremark has sustained damages, as alleged herein.

COUNT V

AGAINST ALL INDIVIDUAL DEFENDANTS FOR GROSS MISMANAGEMENT

63. Plaintiff incorporates by reference all preceding and subsequent paragraphs as if set forth fully herein.

64. By their actions alleged herein, the Individual Defendants, either directly or through aiding and abetting, abandoned and abdicated their responsibilities and fiduciary duties with regard to prudently managing the assets and business of Caremark in a manner consistent with the operations of a publicly held corporation.

65. As a direct and proximate result of the Individual Defendants' gross mismanagement and breaches of duty alleged herein, Caremark has sustained damages, as alleged herein.

WHEREFORE, plaintiff demands judgment as follows:

- A. Imposition of a constructive trust in favor of the Company for the amount of profits each of the Selling Defendants received from their sales of Caremark common stock alleged herein;
- B. Against all of the Individual Defendants and in favor of the Company for the amount of damages sustained by the Company as a result of the Individual Defendants' breaches of fiduciary duties, abuse of control, and gross mismanagement;
- C. Awarding to plaintiff the costs and disbursements of the action, including reasonable attorneys' fees, accountants' and experts' fees, costs, and expenses; and
- D. Granting such other and further relief as the Court deems just and proper.

JURY DEMAND

Plaintiff demands a trial by struck jury.

DATED: June 26, 2002

Respectfully submitted,



Michael Straus
Lange Clark
STRAUS & BOIES, LLP
1130 22nd Street South
Birmingham, Alabama 35205
Telephone (205) 324-3800
Facsimile (205) 324-3996

Of Counsel:

SCHIFFRIN & BARROWAY, LLP
Robert B. Weiser
Eric L. Zagar
Three Bala Plaza East, Suite 400
Bala Cynwyd, PA 19004
Phone: (610) 667-7706
Fax: (610) 667-7056

Please served defendants by certified mail as follows:

Caremark RX, Inc.
c/o CSC-Lawyers Incorporating Service Inc
150 South Perry Street
Montgomery, Alabama 36104

Edwin M. Banks
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

C. David Brown, II
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Colleen Conway-Welch
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Edwin M. Crawford
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Harris Diamond
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

James H. Dickerson, Jr.
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Kristen E. Gibney Williams
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Edward L. Hardin, Jr.
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Roger, L. Headrick
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Ted H. McCourtney
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

C.A. Lance Piccolo
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

John J. Arlotta
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Charles C. Clark
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Peter J. Clemens, IV
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Sara J. Finley
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Bradley S. Karro
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

Mark S. Weeks
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

State of Alabama
Unified Judicial System

SUMMONS - CIVIL

Case Number
CV ID CV 02 3861
YR Number

IN THE CIRCUIT COURT OF JEFFERSON COUNTY

**Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.**

NOTICE TO: Caremark RX, Inc.

c/o Regarding. Agent CSC-Lawyers Incorporating Service, Inc.
150 South Perry Street
Montgomery, Alabama 36104

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS

Clerk

THE COMPLAINT WHICH IS ATTACHED TO THIS SUMMONS IS IMPORTANT AND YOU MUST TAKE IMMEDIATE ACTION TO PROTECT YOUR RIGHTS. YOU OR YOUR ATTORNEY ARE REQUIRED TO MAIL OR HAND DELIVER A COPY OF A WRITTEN ANSWER, EITHER ADMITTING OR DENYING EACH ALLEGATION IN THE COMPLAINT TO THE PLAINTIFF'S ATTORNEY

Michael Straus WHOSE ADDRESS IS **Straus & Boies, LLP, 1130 22nd Street South, Birmingham, Alabama 35205.** THIS ANSWER MUST BE MAILED OR DELIVERED WITHIN 30 DAYS AFTER THIS SUMMONS AND COMPLAINT WERE DELIVERED TO YOU OR A JUDGMENT BY DEFAULT MAY BE ENTERED AGAINST YOU FOR THE MONEY OR OTHER THINGS DEMANDED IN THE COMPLAINT. YOU MUST ALSO FILE THE ORIGINAL OF YOUR ANSWER WITH THE CLERK OF THIS COURT.

TO ANY SHERIFF OR ANY PERSON AUTHORIZED by either rules 4.1(b)(2) or 4.2(b)(2) or 4.4 (b)(2) of the Alabama rules of Civil Procedure: You are hereby commanded to serve this summons and a copy of the complaint in this action upon defendant.

This service by certified mail of this summons is initiated upon the written request of Plaintiff pursuant to Rule 4.1(c) of the Alabama Rules of Civil Procedure.

JUN 26 2002

DATE

CLERK/RE

RETURN ON SERVICE:

Certified Mail return receipt received in this office on (Date) _____ (Return receipt hereto attached).

I certify that I personally delivered a copy of the Summons in _____ on (Date) _____.

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TYPE OF PROCESS SERVER _____

U.S. Postal Service CERTIFIED MAIL RECEIPT (Domestic Mail Only; No Insurance Coverage Provided)	
OFFICIAL USE	
3005	Postage \$ 1.26
3010	Certified Fee 2.10
3015	Return Receipt Fee (Endorsement Required) 1.50
3020	Restricted Delivery Fee (Endorsement Required)
3025	Total Postage & Fees \$ 4.86
Sent To Caremark RX, Inc.	
c/o Reg. Agent CSC-	
Street, Apt. No. or PO Box No. Lawyers Incorporating Serv. Inc.	
City, State, ZIP 150 South Perry Street	
Montgomery, Alabama 36104	
Postmark _____	

PS Form 3800

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

NOTICE TO: Mark S. Weeks
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

THE COMPLAINT WHICH IS ATTACHED TO THIS SUMMONS IS IMPORTANT AND YOU MUST TAKE IMMEDIATE ACTION TO PROTECT YOUR RIGHTS. YOU OR YOUR ATTORNEY ARE REQUIRED TO MAIL OR HAND DELIVER A COPY OF A WRITTEN ANSWER, EITHER ADMITTING OR DENYING EACH ALLEGATION IN THE COMPLAINT TO THE PLAINTIFF'S ATTORNEY Michael Straus WHOSE ADDRESS IS Straus & Boies, LLP, 1130 22nd Street South, Birmingham, Alabama 35205. THIS ANSWER MUST BE MAILED OR DELIVERED WITHIN 30 DAYS AFTER THIS SUMMONS AND COMPLAINT WERE DELIVERED TO YOU OR A JUDGMENT BY DEFAULT MAY BE ENTERED AGAINST YOU FOR THE MONEY OR OTHER THING DEMANDED IN THE COMPLAINT. YOU MUST ALSO FILE THE ORIGINAL OF YOUR ANSWER WITH THE CLERK OF THIS COURT.

JUN 26 2002

TO ANY SHERIFF OR ANY PERSON AUTHORIZED by either ~~ANNE MARIE ADAMS~~ ~~Check~~ of the Alabama rules of Civil Procedure: You are hereby commanded to ~~Check~~ this summons and a copy of the complaint in this action upon defendant.

This service by certified mail of this summons is initiated to Rule 4.1(c) of the Alabama Rules of Civil Procedure.

JUN 26 2002

DATE

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Certified Mail return receipt received in this office on (Date) (Return receipt hereto attached).

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ADDRESS
OF SERVER TYPE OF PROCESS SERVER

U.S. Postal Service CERTIFIED MAIL RECEIPT <small>(Domestic Mail Only; No Insurance Coverage Provided)</small>	
OFFICIAL USE	
2000	Postage \$ <u>1.26</u>
2000	Certified Fee <u>2.10</u>
2000	Return Receipt Fee (Endorsement Required) <u>1.50</u>
2000	Restricted Delivery Fee (Endorsement Required)
2000	Total Postage & Fees \$ <u>4.86</u>
2000	Sent To <input type="text"/> Mark S. Weeks
2000	Street, Apt. No.: <input type="text"/> or PO Box No. <input type="text"/>
2000	City, State, Zip: <input type="text"/> Birmingham, Alabama 35244
Postmark Here	

State of Alabama
Unified Judicial System

SUMMONS - CIVIL

Case Number
CV ID CV 02 3861
YR Number

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

NOTICE TO: Bradley S. Karro
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS

THE COMPLAINT WHICH IS ATTACHED TO THIS SUMMONS IS IMPORTANT AND YOU MUST
TAKE IMMEDIATE ACTION TO PROTECT YOUR RIGHTS. YOU OR YOUR ATTORNEY ARE
REQUIRED TO MAIL OR HAND DELIVER A COPY OF A WRITTEN ANSWER, EITHER ADMITTING
OR DENYING EACH ALLEGATION IN THE COMPLAINT TO THE PLAINTIFF'S ATTORNEY
Michael Straus WHOSE ADDRESS IS Straus & Boies, LLP, 1130 22nd Street South, Birmingham,
Alabama 35205. THIS ANSWER MUST BE MAILED OR DELIVERED WITHIN 30 DAYS AFTER
THIS SUMMONS AND COMPLAINT WERE DELIVERED TO YOU OR A JUDGMENT BY DEFAULT
MAY BE ENTERED AGAINST YOU FOR THE MONEY OR OTHER THINGS DEMANDED IN THE
COMPLAINT. YOU MUST ALSO FILE THE ORIGINAL OF YOUR ANSWER WITH THE CLERK OF
THIS COURT.

TO ANY SHERIFF OR ANY PERSON AUTHORIZED by either rules 4.1(b)(2) or 4.2(b)(2) or 4.4
(b)(2) of the Alabama rules of Civil Procedure: You are hereby commanded to serve this summons and
a copy of the complaint in this action upon defendant.

This service by certified mail of this summons is initiated upon the written request of Plaintiff pursuant
to Rule 4.1(c) of the Alabama Rules of Civil Procedure.

JUN 26 2002

DATE

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4399	3059	7001
OFFICIAL USE		
Postage \$ 1.26	Certified Fee 2.10	Total Postage & Fees \$ 4.86
Return Receipt Fee (Endorsement Required) 1.50	Restricted Delivery Fee (Endorsement Required)	Bradley S. Karro
Street, Apt. No., or PO Box No. 3000 Galleria Tower, Suite 1000		
City, State, ZIP 35244		

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IN THE

CIRCUIT

COURT OF

JEFFERSON

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs. Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

NOTICE TO: Sara J. Finley
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS
SCHOOL DIRECTOR

THE COMPLAINT WHICH IS ATTACHED TO THIS SUMMONS IS IMPORTANT ~~Check~~ YOU MUST TAKE IMMEDIATE ACTION TO PROTECT YOUR RIGHTS. YOU OR YOUR ATTORNEY ARE REQUIRED TO MAIL OR HAND DELIVER A COPY OF A WRITTEN ANSWER, EITHER ADMITTING OR DENYING EACH ALLEGATION IN THE COMPLAINT TO THE PLAINTIFF'S ATTORNEY **Michael Straus** WHOSE ADDRESS IS **Straus & Boies, LLP, 1130 22nd Street South, Birmingham, Alabama 35205**. THIS ANSWER MUST BE MAILED OR DELIVERED WITHIN **30** DAYS AFTER THIS SUMMONS AND COMPLAINT WERE DELIVERED TO YOU OR A JUDGMENT BY DEFAULT MAY BE ENTERED AGAINST YOU FOR THE MONEY OR OTHER THINGS DEMANDED IN THE COMPLAINT. YOU MUST ALSO FILE THE ORIGINAL OF YOUR ANSWER WITH THE CLERK OF THIS COURT.

TO ANY SHERIFF OR ANY PERSON AUTHORIZED by either rules 4.1(b)(2) or 4.2(b)(2) or 4.4 (b)(2) of the Alabama rules of Civil Procedure: You are hereby commanded to serve this summons and a copy of the complaint in this action upon defendant.

This service by certified mail of this summons is initiated upon the written request of Plaintiff pursuant to Rule 4.1(c) of the Alabama Rules of Civil Procedure.

DATE

JUN 26 2002

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U.S. Postal Service	
CERTIFIED MAIL RECEIPT	
<i>(Domestic Mail Only; No Insurance Coverage Provided)</i>	
Postage	\$ <u>1.26</u>
Certified Fee	<u>2.10</u>
Return Receipt Fee (Endorsement Required)	<u>1.50</u>
Restricted Delivery Fee (Endorsement Required)	<u>4.86</u>
Postmark Here	
Total Postage & Fees	\$ <u>4.86</u>
Sent To <u>Sara J. Finley</u> <u>c/o Caremark RX, Inc.</u> <u>3000 Galleria Tower, Suite 1000</u> <u>Birmingham, Alabama 35244</u>	

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs. Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

NOTICE TO: Peter J. Clemens, IV
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS

A Clerk

THE COMPLAINT WHICH IS ATTACHED TO THIS SUMMONS IS IMPORTANT AND YOU MUST
TAKE IMMEDIATE ACTION TO PROTECT YOUR RIGHTS. YOU OR YOUR ATTORNEY ARE
REQUIRED TO MAIL OR HAND DELIVER A COPY OF A WRITTEN ANSWER, EITHER ADMITTING
OR DENYING EACH ALLEGATION IN THE COMPLAINT TO THE PLAINTIFF'S ATTORNEY
Michael Straus WHOSE ADDRESS IS **Straus & Boies, LLP, 1130 22nd Street South, Birmingham,
Alabama 35205.** THIS ANSWER MUST BE MAILED OR DELIVERED WITHIN 30 DAYS AFTER
THIS SUMMONS AND COMPLAINT WERE DELIVERED TO YOU OR A JUDGMENT BY DEFAULT
MAY BE ENTERED AGAINST YOU FOR THE MONEY OR OTHER THINGS DEMANDED IN THE
COMPLAINT. YOU MUST ALSO FILE THE ORIGINAL OF YOUR ANSWER WITH THE CLERK OF
THIS COURT.

TO ANY SHERIFF OR ANY PERSON AUTHORIZED by either rules 4.1(b)(2) or 4.2(b)(2) or 4.4 (b)(2) of the Alabama rules of Civil Procedure: You are hereby commanded to serve this summons and a copy of the complaint in this action upon defendant.

This service by certified mail of this summons is initiated upon the written request of Plaintiff pursuant to Rule 4.1(c) of the Alabama Rules of Civil Procedure.

DATE

JUN 26 2002

CLERK/RE

By:

RETURN ON SERVICE:

Certified Mail return receipt received in this office on (Date)
(Return receipt hereto attached).

I certify that I personally delivered a copy of the Summons _____ in _____
on (Date) _____.

DATE

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ADDRESS
OF SERVER

TYPE OF RE

U.S. Postal Service	
CERTIFIED MAIL RECEIPT	
(Domestic Mail Only; No Insurance Coverage Provided)	
4412	CEP
3059	Postage <u>\$ 1.26</u> Certified Fee <u>2.10</u> Return Receipt Fee (Endorsement Required) <u>1.50</u> Restricted Delivery Fee (Endorsement Required) <u></u> Total Postage & Fees <u>\$ 4.86</u>
3000	Postmark Here
2510	Sent To <u>Peter J. Clemens, IV</u> <u>c/o Caremark RX, Inc.</u> <u>3000 Galleria Tower, Suite 100</u> <u>Birmingham, Alabama 35244</u>
7001	<u>Street, Apt. No.,</u> <u>or PO Box No.</u> <u>City, State, ZIP+4</u>

SUMMONS - CIVIL

CV
ID C V 82 3861

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

FILED IN OFFICE

NOTICE TO: Charles C. Clark
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

JUN 26 2002

ANNE-MARIE ADAMS
Clerk

THE COMPLAINT WHICH IS ATTACHED TO THIS SUMMONS IS IMPORTANT AND YOU MUST TAKE IMMEDIATE ACTION TO PROTECT YOUR RIGHTS. YOU OR YOUR ATTORNEY ARE REQUIRED TO MAIL OR HAND DELIVER A COPY OF A WRITTEN ANSWER, EITHER ADMITTING OR DENYING EACH ALLEGATION IN THE COMPLAINT TO THE PLAINTIFF'S ATTORNEY Michael Straus WHOSE ADDRESS IS **Straus & Boies, LLP, 1130 22nd Street South, Birmingham, Alabama 35205**. THIS ANSWER MUST BE MAILED OR DELIVERED WITHIN 30 DAYS AFTER THIS SUMMONS AND COMPLAINT WERE DELIVERED TO YOU OR A JUDGMENT BY DEFAULT MAY BE ENTERED AGAINST YOU FOR THE MONEY OR OTHER THINGS DEMANDED IN THE COMPLAINT. YOU MUST ALSO FILE THE ORIGINAL OF YOUR ANSWER WITH THE CLERK OF THIS COURT.

- TO ANY SHERIFF OR ANY PERSON AUTHORIZED by either rules 4.1(b)(2) or 4.2(b)(2) or 4.4 (b)(2) of the Alabama rules of Civil Procedure: You are hereby commanded to serve this summons and a copy of the complaint in this action upon defendant.
- This service by certified mail of this summons is initiated upon the written request of Plaintiff pursuant to Rule 4.1(c) of the Alabama Rules of Civil Procedure.

Anne-Marie Adams

By: _____

DATE

JUN 26 2002

CLERK/REGISTER

RETURN ON SERVICE:

- Certified Mail return receipt received in this office on (D: _____) (Return receipt hereto attached).
- I certify that I personally delivered a copy of the Summons _____ in _____ on (Date) _____.

DATE

SERVER

ADDRESS
OF SERVER _____

TYPE OF P.

**U.S. Postal Service
CERTIFIED MAIL RECEIPT**
(Domestic Mail Only; No Insurance Coverage Provided)

4429	0059	3059	0000	2510	7001	OFFICE	12345
Postage	\$ 1.26						
Certified Fee	2.10						
Return Receipt Fee (Endorsement Required)	1.50						
Restricted Delivery Fee (Endorsement Required)	1.00						
Total Postage & Fees	\$ 4.86						
Sent To	Charles C. Clark						
Street, Apt. No., or PO Box No.	c/o Caremark RX, Inc.	Street, Apt. No., or PO Box No.	c/o Caremark RX, Inc.	Street, Apt. No., or PO Box No.	c/o Caremark RX, Inc.	Street, Apt. No., or PO Box No.	c/o Caremark RX, Inc.
City, State, ZIP+4	Birmingham, Alabama 35244						

Postmark
Here

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

NOTICE TO: John J. Arlotta
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS
Clerk

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SERVER

ADDRESS
OF SERVER _____

TYPE OF P

**U.S. Postal Service
CERTIFIED MAIL RECEIPT**
(Domestic Mail Only; No Insurance Coverage Provided)

RECEIVED	4444	POSTAGE	\$ 1.26
3059		Certified Fee	2.10
0000		Return Receipt Fee (Endorsement Required)	1.50
2510		Restricted Delivery Fee (Endorsement Required)	
7001		Total Postage & Fees	\$ 4.86
		Sent To	John J. Arlotta
		Street, Apt. No.; or PO Box No.	c/o Caremark RX, Inc.
		City, State, ZIP-4	3000 Galleria Tower, Suite 1000 Birmingham, Alabama 35244

Postmark
Here

State of Alabama
Unified Judicial System

SUMMONS - CIVIL

Case Number

CIV ID V Q2 3861
YEAR

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

NOTICE TO: C.A. Lance Piccolo
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

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FILED IN OFFICE

JUN 26 2002

TO ANY SHERIFF OR ANY PERSON AUTHORIZED by either rules 4.1(b)(2) or 4.2(b)(2) or 4.4 (b)(2) of the Alabama rules of Civil Procedure: You are hereby commanded to serve this summons and a copy of the complaint in this action upon defendant.

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ANNE MARIE ADAMS
Clerk

JUN 26 2002

DATE

CLERK/REGISTER

By: _____

RETURN ON SERVICE:

U.S. Postal Service

CERTIFIED MAIL RECEIPT

(Domestic Mail Only: No Insurance Coverage Provided)

this office on (Date) _____

OFFICIAL USE

copy of the Summons and Complaint to _____

County, Alabama

Postage \$ 1.26

Certified Fee

2.10Postmark
Here

Return Receipt Fee

1.50

Endorsement Required

SERVER SIGNATURE

Restricted Delivery Fee

4.86

Endorsement Required

Total Postage & Fees

\$ 4.86

Sent To

C.A. Lance Piccolo

Street, Apt. No.,

or PO Box No.

City, State, ZIP+4

c/o Caremark RX, Inc.

3000 Galleria Tower, Suite 1000

Birmingham, Alabama 35244

TYPE OF PROCESS SERVER

State of Alabama
Unified Judicial System

SUMMONS - CIVIL

Case Number

CV ID C 402 3361

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

NOTICE TO: Ted H. McCourtney
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS

Clerk

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JUN 26 2002

DATE

CLERK/REGISTER

By: _____

RETURN ON SERVICE:

Certified Mail return receipt received in this office on (Date) _____

**U.S. Postal Service
CERTIFIED MAIL RECEIPT**
(Domestic Mail Only: No Insurance Coverage Provided)

of the Summons and Complaint to _____
in _____ County, Alabama

Postage	\$ 1.26
Certified Fee	2.10
Return Receipt Fee (Endorsement Required)	1.50
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 4.86

Postmark
Here

SERVER SIGNATURE

TYPE OF PROCESS SERVER

Sent To Ted H. McCourtney
c/o Caremark RX, Inc.
Street, Apt. No.;
or PO Box No. 3000 Galleria Tower, Suite 1000
City, State, ZIP+4 Birmingham, Alabama 35244

State of Alabama
Unified Judicial System

SUMMONS - CIVIL

Case Number
CV ID CY 02 3861
YR Number

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

**Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.**

NOTICE TO: Roger L. Headrick
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS

Clerk

THE COMPLAINT WHICH IS ATTACHED TO THIS SUMMONS IS IMPORTANT. **Clerk** YOU MUST
TAKE IMMEDIATE ACTION TO PROTECT YOUR RIGHTS. YOU OR YOUR ATTORNEY ARE
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OR DENYING EACH ALLEGATION IN THE COMPLAINT TO THE PLAINTIFF'S ATTORNEY

Michael Straus WHOSE ADDRESS IS **Straus & Boies, LLP, 1130 22nd Street South, Birmingham,
Alabama 35205.** THIS ANSWER MUST BE MAILED OR DELIVERED WITHIN **30** DAYS AFTER
THIS SUMMONS AND COMPLAINT WERE DELIVERED TO YOU OR A JUDGMENT BY DEFAULT
MAY BE ENTERED AGAINST YOU FOR THE MONEY OR OTHER THINGS DEMANDED IN THE
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THIS COURT.

TO ANY SHERIFF OR ANY PERSON AUTHORIZED by either rules 4.1(b)(2) or 4.2(b)(2) or 4.4
(b)(2) of the Alabama rules of Civil Procedure: You are hereby commanded to serve this summons and
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to Rule 4.1(c) of the Alabama Rules of Civil Procedure.

JUN 26 2002

DATE

CLERK/REGISTER

By: _____

RETURN ON SERVICE:

Certified Mail return receipt received in this office on (I
(Return receipt hereto attached).

I certify that I personally delivered a copy of the Summons
in _____
on (Date) _____.

DATE

SERVE

ADDRESS
OF SERVER _____

TYPE OF

U.S. Postal Service CERTIFIED MAIL RECEIPT <small>(Domestic Mail Only; No Insurance Coverage Provided)</small>	
4320	
3059	
2510	
7001	
Postage	\$ 1.26
Certified Fee	2.10
Return Receipt Fee (Endorsement Required)	1.50
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 4.86
Sent To	
Roger L. Headrick	
c/o Caremark RX, Inc.	
3000 Galleria Tower, Suite 1000	
Birmingham, Alabama 35244	

**State of Alabama
Unified Judicial System**

SUMMONS - CIVIL

Case Number
CV 02 3361
ID YR Number

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs. Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

NOTICE TO: Kristen E. Gibney Williams
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS

THE COMPLAINT WHICH IS ATTACHED TO THIS SUMMONS IS IMPORTANT. **YOU MUST TAKE IMMEDIATE ACTION TO PROTECT YOUR RIGHTS.** YOU OR YOUR ATTORNEY ARE REQUIRED TO MAIL OR HAND DELIVER A COPY OF A WRITTEN ANSWER, EITHER ADMITTING OR DENYING EACH ALLEGATION IN THE COMPLAINT TO THE PLAINTIFF'S ATTORNEY **Michael Straus** WHOSE ADDRESS IS **Straus & Boies, LLP, 1130 22nd Street South, Birmingham, Alabama 35205.** THIS ANSWER MUST BE MAILED OR DELIVERED WITHIN **30** DAYS AFTER THIS SUMMONS AND COMPLAINT WERE DELIVERED TO YOU OR A JUDGMENT BY DEFAULT MAY BE ENTERED AGAINST YOU FOR THE MONEY OR OTHER THINGS DEMANDED IN THE COMPLAINT. YOU MUST ALSO FILE THE ORIGINAL OF YOUR ANSWER WITH THE CLERK OF THIS COURT.

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JUN 26 2002

DATE

CLERK/REGISTER

By:

RETURN ON SERVICE:

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

0 5 1 0 1 1 0 2

Postage	\$ 1.26	Postmark Here
Certified Fee	2.10	
Return Receipt Fee (Endorsement Required)	1.50	
Restricted Delivery Fee (Endorsement Required)		
Total Postage & Fees	\$ 4.86	
Sent To	Kristen E. Gibney Williams c/o Caremark RX, Inc. 3000 Galleria Tower, Suite 1000 Birmingham, Alabama 35244	
Street, Apt. No. or PO Box No.		
City, State, ZIP+4		

this office on (Date) _____

y of the Summons and Complaint to _____
in _____ County, Alabama

— SERVER SIGNATURE

Total Postage \$2.00

Sent To Kristen E. Gibney Williams

Street, Apt. No.; c/o Caremark RX, Inc.
or PO Box No.

City, State, ZIP-4 3000 Galleria Tower, Suite
Birmingham, Alabama 352

TYPE OF PROCESS SERVER

State of Alabama
Unified Judicial System

SUMMONS - CIVIL

Case Number
CV C V 02 3361
ID YR Number

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

NOTICE TO: Edward L. Hardin, Jr.
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

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JUN 26 2002

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DATE

JUN 26 2002

CLERK/REGISTER

By: _____

RETURN ON SERVICE:

Certified Mail return receipt received in this office on (Date) _____ (Return receipt hereto attached).

I certify that I personally delivered a copy of the Summons _____ in _____ on (Date) _____.

DATE

SERVER S

ADDRESS
OF SERVER _____

TYPE OF PF

4450
3059
2510
2000

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only: No Insurance Coverage Provided)

OFFICIAL USE

Postage \$ 1.26
Certified Fee 2.10
Return Receipt Fee (Endorsement Required) 1.50
Restricted Delivery Fee (Endorsement Required)
Total Postage & Fees \$ 4.86
Sent To Edward L. Hardin
Street, Apt. No.;
or PO Box No.
City, State, Zip No. 3000 Galleria Tower, Suite 100
Birmingham, Alabama 35244

State of Alabama
Unified Judicial System

SUMMONS - CIVIL

Case Number C
CV ID YR Number

IN THE

CIRCUIT

COURT OF

JEFFERSON COUNTY 02 386

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

FILED IN OFFICE

NOTICE TO: James H. Dickerson, Jr.
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

JUN 26 2002

ANNE-MARIE ADAMS
Clerk

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DATE

JUN 26 2002

CLERK/RE

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U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only: No Insurance Coverage Provided)

OFFICIAL USE

4474	3059	Postage \$ 1.26
		Certified Fee 2.10
		Return Receipt Fee 1.50 (Endorsement Required)
		Restricted Delivery Fee (Endorsement Required)
2510		Total Postage & Fees \$ 4.86
7001		Sent To James H. Dickerson c/o Caremark RX, Inc. 3000 Galleria Tower, Suite 1000 Birmingham, Alabama 35244

DATE

SERVER SIGNATURE

ADDRESS
OF SERVER _____TYPE OF PROCESS SERVER

State of Alabama
Unified Judicial System

SUMMONS - CIVIL

Case Number
CV ID CY 02 3361
YR Number

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and **Caremark RX, Inc.** Nominal Defendant.

NOTICE TO: Harris Diamond
 c/o Caremark RX, Inc.
 3000 Galleria Tower, Suite 1000
 Birmingham, Alabama 35244

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS

Derk

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JUN 26 2002

DATE

CLERK/RE

RETURN ON SERVICE:

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DATE

SERVER S

ADDRESS
OF SERVER _____

TYPE OF PROCESS SERVER _____

Anne

U.S. Postal Service	
CERTIFIED MAIL RECEIPT	
(Domestic Mail Only; No Insurance Coverage Provided)	
OFFICIAL USE	
Postage	\$ 1.26
Certified Fee	2.10
Return Receipt Fee (Endorsement Required)	1.50
Restricted Delivery Fee (Endorsement Required)	1.50
Total Postage & Fees	\$ 4.86
Sent To	
Harris Diamond	
c/o Caremark RX, Inc.	
3000 Galleria Tower, Suite 1000	
Birmingham, Alabama 35244	
PS Form 3800, January 2001	
See Reverse for Instructions	

State of Alabama
Unified Judicial System

SUMMONS - CIVIL

Case Number
CV ID CIV 02 3861
YR Number

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

NOTICE TO: Edwin M. Crawford

c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS
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I certify that I personally delivered a copy of the Summons in _____ on (Date) _____.

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only: No Insurance Coverage Provided)

4059	Postage \$ 1.26
3000	Certified Fee 2.10
0000	Return Receipt Fee (Endorsement Required) 1.50
2510	Restricted Delivery Fee (Endorsement Required)
7000	Total Postage & Fees \$ 4.86
Sent To Edwin M. Crawford	
Street, Apt. No., or PO Box No. c/o Caremark RX, Inc.	
City, State, ZIP+4 3000 Galleria Tower, Suite 1000	
Birmingham, Alabama 35244	

PS Form 3800, January 2000, GPO: 2000-273-0001, 5000

DATE

SERVER SIGNATURE

ADDRESS
OF SERVER _____TYPE OF PROCESS SERVER

SUMMONS - CIVIL

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

FILED IN OFFICE

NOTICE TO: Colleen Conway-Welch
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

JUN 26 2002

ANNE-MARIE ADAMS
Clerk

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JUN 26 2002

By: _____

DATE

CLERK/REGISTER *Anne Adams*

RETURN ON SERVICE:

Certified Mail return receipt received in this office (Return receipt hereto attached).

I certify that I personally delivered a copy of the Su in _____ on (Date) _____.

DATE

ADDRESS

OF SERVER _____

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only: No Insurance Coverage Provided)

OFFICIAL USE	
Postage	\$ 1.26
Certified Fee	2.10
Return Receipt Fee (Endorsement Required)	1.50
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 4.86
Sent To	Colleen Conway-Welch
Street, Apt. No. or PO Box No.	c/o Caremark RX, Inc.
City, State, ZIP-4	3000 Galleria Tower, Suite 1000 Birmingham, Alabama 35244

State of Alabama
Unified Judicial System

SUMMONS - CIVIL

Case Number
CV ID C V 02 3061
Number

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

**Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.**

NOTICE TO: C. David Brown, II
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS

Clerk

THE COMPLAINT WHICH IS ATTACHED TO THIS SUMMONS IS IMPORTANT AND YOU MUST TAKE IMMEDIATE ACTION TO PROTECT YOUR RIGHTS. YOU OR YOUR ATTORNEY ARE REQUIRED TO MAIL OR HAND DELIVER A COPY OF A WRITTEN ANSWER, EITHER ADMITTING OR DENYING EACH ALLEGATION IN THE COMPLAINT TO THE PLAINTIFF'S ATTORNEY Michael Straus WHOSE ADDRESS IS **Straus & Boies, LLP, 1130 22nd Street South, Birmingham, Alabama 35205**. THIS ANSWER MUST BE MAILED OR DELIVERED WITHIN **30** DAYS AFTER THIS SUMMONS AND COMPLAINT WERE DELIVERED TO YOU OR A JUDGMENT BY DEFAULT MAY BE ENTERED AGAINST YOU FOR THE MONEY OR OTHER THINGS DEMANDED IN THE COMPLAINT. YOU MUST ALSO FILE THE ORIGINAL OF YOUR ANSWER WITH THE CLERK OF THIS COURT.

TO ANY SHERIFF OR ANY PERSON AUTHORIZED by either rules 4.1(b)(2) or 4.2(b)(2) or 4.4 (b)(2) of the Alabama rules of Civil Procedure: You are hereby commanded to serve this summons and a copy of the complaint in this action upon defendant.

This service by certified mail of this summons is initiated upon the written request of Plaintiff pursuant to Rule 4.1(c) of the Alabama Rules of Civil Procedure.

DATE JUN 26 2002CLERK/RE Shane

By: _____

DATE

RETURN ON SERVICE:

Certified Mail return receipt received in this office on (Date) 4/3/5 (Return receipt hereto attached).

I certify that I personally delivered a copy of the Summons 3/05/9 in _____ on (Date) _____.

DATE

ADDRESS
OF SERVER _____SERVER S 2510TYPE OF PI 7001

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only: No Insurance Coverage Provided)

OFFICIAL USEPostage \$ 1.26Certified Fee 2.10

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Return Receipt Fee
(Endorsement Required)Restricted Delivery Fee
(Endorsement Required)Total Postage & Fees \$ 4.86Sent To C. David Brown, II

c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

FDC Form 3800 - January

IN THE

CIRCUIT

COURT OF

JEFFERSON

COUNTY

Gunter K. Hofmann, derivatively on behalf of nominal defendant Caremark RX, Inc. Plaintiff, vs.
Edwin M. Banks, et al., Defendants and Caremark RX, Inc. Nominal Defendant.

NOTICE TO: Edwin M. Banks
c/o Caremark RX, Inc.
3000 Galleria Tower, Suite 1000
Birmingham, Alabama 35244

FILED IN OFFICE

JUN 26 2002

ANNE-MARIE ADAMS
Clerk

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JUN 26 2002

DATE

CLERK/RE

U.S. Postal Service
CERTIFIED MAIL RECEIPT
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OFFICIAL USE

Postage	\$ 1.26
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Street, Apt. No., or PO Box No.	c/o Caremark RX, Inc.
City, State, ZIP+4	3000 Galleria Tower, Suite 1000 Birmingham, Alabama 35244

Postmark Here

RETURN ON SERVICE:

- Certified Mail return receipt received in this office on (Date) _____ (Return receipt hereto attached).
- I certify that I personally delivered a copy of the Summons _____ in _____ on (Date) _____.

PS Form 3800, January 2001

See Reverse for

DATE

SERVER SIGNATURE

ADDRESS
OF SERVER _____

TYPE OF PROCESS SERVER



IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ALABAMA

GUNTER K. HOFMANN,)
Derivatively on Behalf of Nominal)
Defendant CAREMARK RX, INC.,)
)
Plaintiff,)
)
v.)
)
EDWIN M. BANKS; C. DAVID BROWN, II;)
COLLEEN CONWAY-WELCH; EDWIN M.)
CRAWFORD; HARRIS DIAMOND; JAMES)
H. DICKERSON, JR.; KRISTEN E. GIBNEY)
WILLIAMS; EDWARD L. HARDIN, JR.;) CIVIL ACTION NO.: _____
ROGER L. HEADRICK; TED H.)
MCCOURTNEY; C.A. LANCE PICCOLO;)
JOHN J. ARLOTTA; CHARLES C. CLARK;)
PETER J. CLEMENS, IV; SARA J. FINLEY;)
BRADLEY S. KARRO, and MARK S.)
WEEKS,)
)
Defendants,)
)
and)
)
CAREMARK RX, INC.,)
)
Nominal Defendant.)
)

CAREMARK Rx, INC.'S CONSENT TO AND JOINDER IN REMOVAL

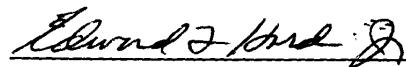
Nominal Defendant Caremark Rx, Inc. ("Caremark") is listed as a nominal defendant in Hofmann v. Banks, pending In the Circuit Court of Jefferson County, Alabama, Civil Action No.: CV 02 3861. Without waiving any of its defenses, Caremark respectfully

consents to and joins in the removal of this case to the United States District Court for the Northern District of Alabama. In support of its joinder it submits the following:

1. Caremark is incorporated under the laws of Delaware, and maintains its principal place of business in Birmingham, Alabama. This action was originally filed in the Circuit Court of Jefferson County, Alabama.

2. Without waving any defense available to it, Caremark respectfully consents to and joins in the Notice of Removal of this case to federal court, and hereby incorporates and adopts all pleadings and exhibits filed with the removal documentation submitted by the removing parties.

Respectfully submitted,



Edwin L. Hardin, Jr.
Executive Vice-President and General
Counsel for Caremark Rx, Inc.